

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

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July 11, 2002

Marlene Dortch
Secretary
Federal Communications Commission
455 12th Street, S.W.
Washington, D.C. 20554

Re: Notice of Ex Parte Presentation, CS Docket No. 01-348

Dear Ms. Dortch:

On July 10, 2002, Michael E. Olsen, Lee Schroeder and Stephen Pontillo representing Cablevision Systems Corporation and R/L DBS Company, LLC, and Howard J. Symons and the undersigned of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., met with Marcia Glauber, JoAnn Lucanik, Rosalee Chiara, Douglas Webbink, Jim Bird, Joel Rabinowitz, Donald Stockdale, Marilyn Simon, and Neil Dellar from the Commission.

The purpose of the meeting was to discuss issues related to the use of the channels at 61.5° W.L. orbital location for the Direct Broadcast Satellite service that are relevant to the above-referenced proceeding. A copy of the material presented at the meeting is attached to this letter.

Pursuant to sections 1.1206(b)(1-2) of the Commission's rules and the Public Notice establishing this proceeding (DA 01-3005, rel. Dec. 21, 2001), an electronic copy of this letter is being filed with the Office of the Secretary through the Electronic Comment Filing System. Copies of this letter are also being served, via electronic mail, on the Commission personnel who participated in this meeting and who are required to be served pursuant to the Public Notice. Any questions concerning this submission should be addressed to the undersigned.

Sincerely,

/s/
Benjamin J. Griffin

Page 2

cc: Rosalee Chiara
Royce Sherlock
Marcia Glauberman
Barbara Esbin
James Bird
David Sappington
JoAnn Lucanik
Douglas Webbink
Julius Knapp
Joel Rabinowitz
Donald Stockdale
Marilyn Simon
Neil Dellar
Michael Olsen
Lee Schroeder
Stephen Pontillo
Howard J. Symons
Qualex International

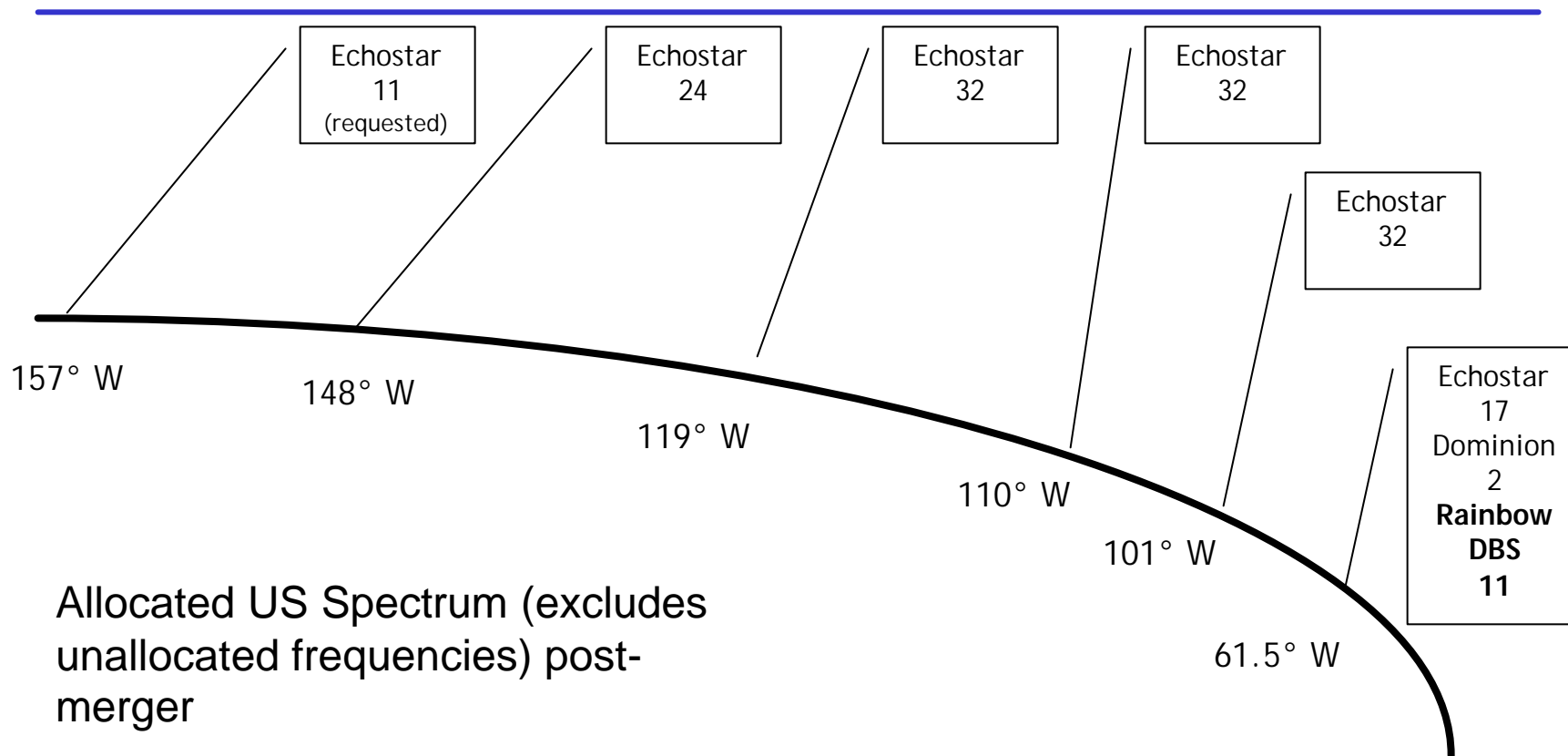
Attachment

Rainbow DBS

Opportunities for DBS MVPD competition in
post Echostar/DirecTV environment

US DBS Spectrum post-merger

("Echostar" is combined Echostar/DirecTV)



US DBS Spectrum post-merger

Rainbow DBS, a venture of Cablevision Systems Corporation, is the licensee of 11 channels at 61.5, the easternmost of US DBS orbital slots.

The FCC has said "R[ainbow] DBS's planned service *is perhaps the last opportunity* in the near-term for entry by a competitive provider within the DBS service itself."

(In re RL DBS Company, DBS87-01, December 29, 2000 at p. 19 [FCC DA 00-2852])

DBS frequency allocation at US 61.5

61.5

Echostar	17*
Dominion	2*
Rainbow DBS	11
(Unallocated	2)

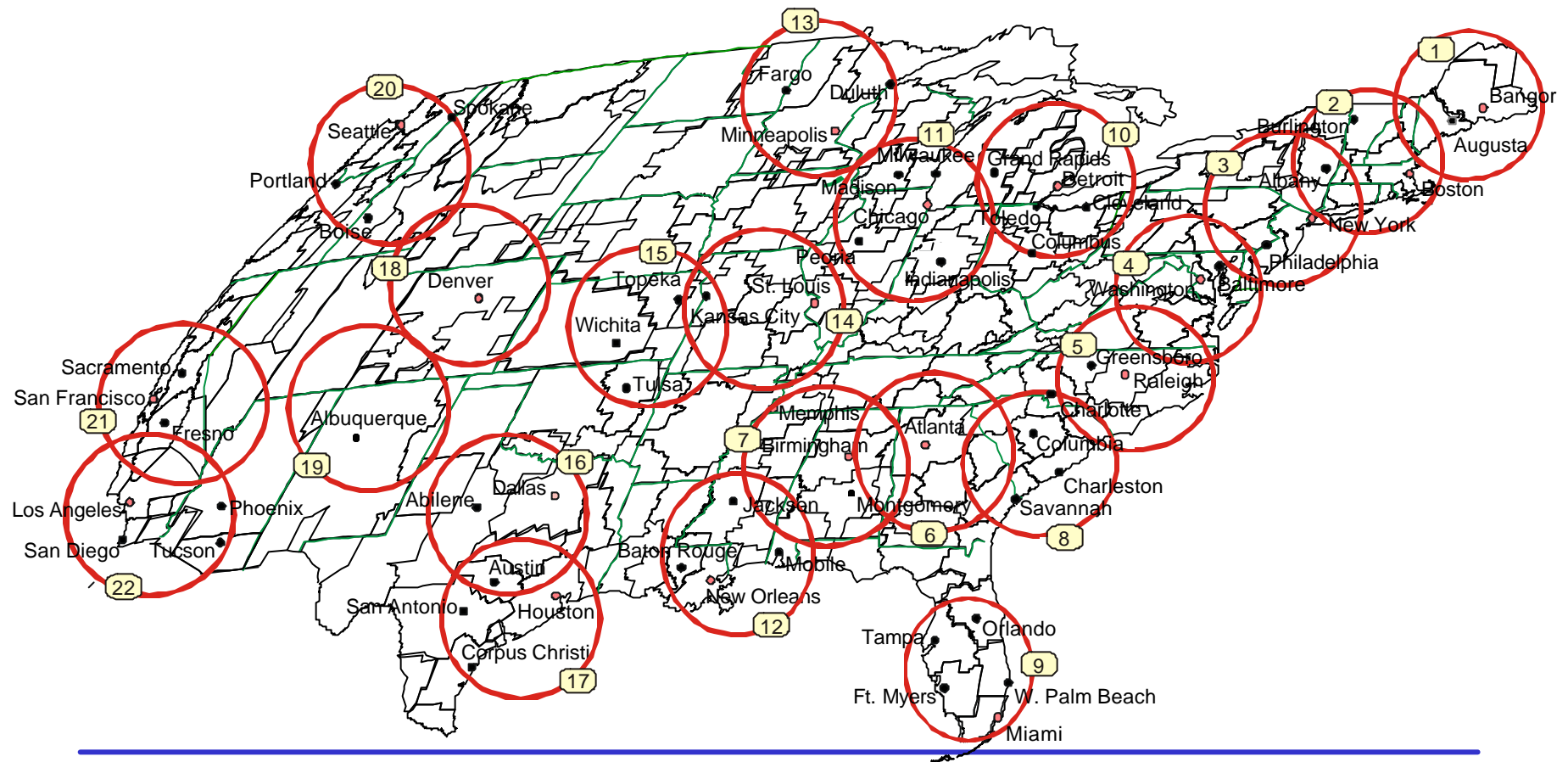
Echostar is the licensee of 11 channels, and Dominion is the licensee of 8 channels. Under a carriage arrangement with Echostar, Dominion sublets 6 channels to Echostar, giving Echostar control of 17 channels at US 61.5. Echostar distributes programming from 61.5 on Echostar 3, with anticipated useful life through 2010. Dominion distributes its 2 channels through arrangement with Echostar on Echostar 3.

Rainbow DBS constructing state of the art, spot beam satellite

- The Lockheed constructed satellite is already equipped to utilize 13 channels at 61.5 (11 allocated to Rainbow DBS, 2 unallocated)
- The 11 channels allocated to Rainbow DBS reach effectively 21 spots and 143 DMAs, including 76 of the top 100 and 67 of the remaining 110
- Satellite is dynamically configurable to allocate channels to spot beams (regional programming) or CONUS beams (national programming)
- Pursuant to FCC order, satellite launch is scheduled March 2003, service launch December 2003



Rainbow DBS constructing state of the art, spot beam satellite



Rainbow DBS could substantially enhance its product offering with access to Echostar's 61.5 channels

Additional channel capacity from Echostar at 61.5, combined with Rainbow DBS's advanced compression technology, state-of-the-art satellite and advanced set top boxes, would increase dramatically Rainbow DBS's ability to offer competitive program packages to underserved DBS customers in rural, suburban and urban markets nationwide.

Additional 17 channel spectrum provides significant new programming opportunities for Rainbow DBS

(Programming configuration options with 17 additional channels)

8PSK modulation	HDTV (National feeds)	SDTV (National feeds)	SDTV (Regional feeds - 22 spots)
MPEG 2	68	272	2,080
MPEG 4	~ 85	374	2,860

Divestiture of Echostar's 61.5 channels to Rainbow DBS will result in minimal disruption and no dilution of merger's claimed benefits

- Today: Subscribers of EchoStar's 61.5 services use two dishes: one for primary (full CONUS services) and another for 61.5 niche services
- Today: 61.5 is used by EchoStar for non-standard, foreign language and special interest programming, subscribed by small audience
- Transition: All EchoStar programming and services at 61.5 could be transitioned over reasonable period of time to any of Echostar's remaining channels without removing or replacing current EchoStar subscribers' dishes.
- Future (Merger plan): 61.5 plays no apparent role in spectrum planning for merged entity (focus entirely on core, CONUS orbital slots)

Divestiture plan to Rainbow DBS ensures timely, robust competition to combined Echostar/DirecTV

- Transfer of 11 Echostar channels
 - Echostar to transfer to Rainbow DBS its license for 11 channels at 61.5, consummated pre-merger, by **1H03**
- Assignment of rights to 6 Dominion channels
 - Echostar to assign to Rainbow DBS all of its rights to 6 Dominion channels, consummated pre-merger, by **1H03**
- Lease of capacity on Echostar 3 (at 61.5) to Rainbow DBS
 - Reasonable lease arrangement consummated pre-merger, effective 1H03 for term of not less than **3 years**

Modest Divestiture Proposal “solves” concerns about rural and DBS platform competition

- Rainbow DBS best positioned to provide meaningful competition to merged Echostar/DirecTV
 - Facilities based entrant with satellite under construction
 - Advanced technology; state of the art offerings
 - Committed to service launch in December 2003
 - Experienced MVPD provider
 - Unique experience in programming, distribution
 - No other aspirant can match Rainbow DBS potential
 - Pegasus is pure reseller with no facilities or access to capital
 - WSNET has limited DTH business arrangements
 - Divestiture maintains asserted goals of Echostar/DirecTV merger
 - No significant dilution of available capacity
 - 61.5 channels are not part of planned Echostar/DirecTV offerings
 - Staged divestiture of 61.5 channels permits orderly migration of services to other orbital slots
 - Lease of Echostar 3 satellite at 61.5 to Rainbow DBS provides opportunity for immediate competition to dominant, merged Echostar/DirecTV
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